

**FIRST UNION RAIL**

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23348.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: GLNX Corporation  
10077 Grogan's Mill Road  
Suite 450  
The Woodlands, TX 77380

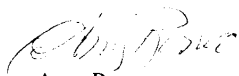
A description of the railroad equipment covered by the enclosed document is twenty-three (23) 4000/4012 cubic foot capacity flat bottom gondola cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,



Amy Romo  
Manager of Documentation

Enclosures

(GLNX006)

RECORDATION NO. 23348-B FILED

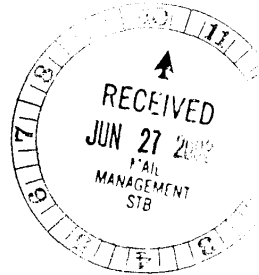
JUN 27 '03

2-35 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

June 25, 2003



## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of APRIL, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GLNX Corporation ("Lessee"), a Texas corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 16, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of APRIL 23, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & MarketingBy: K.A. DomrowskiName: K.A. DomrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 1<sup>st</sup> day of May, 2003.

[CORPORATE SEAL]

RECORDATION NO. 23348-B FILED

JUN 27 '03

2-35 PM

STATE OF ILLINOISCOUNTY OF COOK

SURFACE TRANSPORTATION BOARD

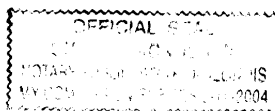
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of May, 2003.

Susan Grokulska  
Notary Public

Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

GLNX CORPORATION

ATTEST:

By: [Signature]  
Name: WARNER W ABEL, JR.  
Title: PRESIDENT

By: [Signature]  
Name: Serry Szychor  
Title: VP Sales & Marketing

Executed on this 23<sup>rd</sup> day of APRIL, 2003

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Montgomery

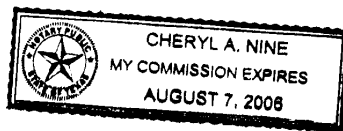
I, Cheryl A. Nine, a Notary Public of the County and State aforesaid, certify that Warner W. Abel, Jr. personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of April, 2003.

[Signature]  
Notary Public

Commission Expires:

8/7/06  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-three (23)

DESCRIPTION OF CARS: 4000/4012 cubic foot capacity, flat bottom gondola cars, built by Darby or Thrall, 263 gross rail load. (Type J301)

CAR NUMBERS: To be determined.

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-three (23)

DESCRIPTION OF CARS: 4000/4012 cubic foot capacity, flat bottom gondola cars, built by Darby or Thrall, 263 gross rail load. (Type J301)

CAR NUMBERS:

FURX 45046  
FURX 45047  
FURX 45050  
FURX 45075  
FURX 45082  
FURX 45085  
FURX 45090  
FURX 45133  
FURX 45138  
FURX 45141  
FURX 45149  
FURX 45160  
FURX 45161  
FURX 45171  
FURX 45233  
FURX 45240  
FURX 45242  
FURX 45244  
FURX 45245  
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FURX 45247  
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Count: 23